

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

PHILIP NELSON BURNS, MIRJANA
PAVKOVICH, Administrator of the Estate of
Rade Pavkovich, Deceased, and WARREN
ELMER HALFPAP,

Plaintiff(s),

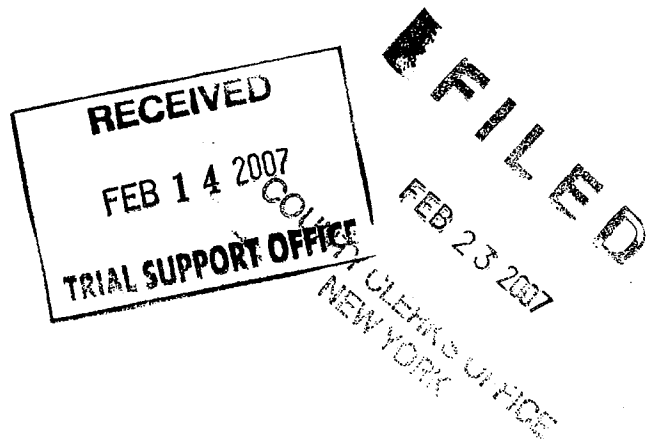
-against-

GRUPO MEXICO S. A. de C.V., a Mexican
Corporation, SOUTHERN PERU HOLDING
CORPORATION, a Delaware Corporation,
SOUTHERN PERU HOLDING
CORPORATION II, a Delaware Corporation,
GRUPO MINERO MEXICO
INTERNACIONAL, S. A. de C.V., a Mexican
Corporation, COMPANIA MEXICANA de
COBRE, a Mexican Corporation, JP
MORGAN CHASE & COMPANY f/k/a
CHASE MANHATTAN BANK & TRUST
COMPANY, a Delaware Corporation,
AMERICAS MINING CORPORATION, a
Delaware Corporation, ERNST & YOUNG
LLP, ERNST & YOUNG CORPORATE
FINANCE, LLC, GERMAN LARREA
MOTA-VAELESICO, Officer and Director of
ASARCO, Inc., OSCAR GONZALES
ROCHA, Officer and Director of ASARCO,
Inc., DANIEL TELLECHEA SALIDO,
Officer and Director of ASARCO, Inc.

Defendant(s).

Index No. 04/114728
(Justice Fried)

**NOTICE OF
SUBSTITUTION OF COUNSEL**



PLEASE TAKE NOTICE, that defendants Grupo Mexico S.A. de C.V. ("Grupo Mexico") and Americas Mining Corporation ("AMC") substitute

MILBANK, TWEED, HADLEY & McCLOY LLP
1 Chase Manhattan Plaza
New York, NY 10005-1413
(212) 530-5000

as their attorney of record in this action in the place of

SIDLEY AUSTIN LLP
787 Seventh Avenue
New York, NY 10019
(212) 839-5300

Grupo Mexico and AMC request that all notices given or required to be given in this case, and all papers served or required to be served in this case, be given to and served upon

David R. Gelfand, Esq.
MILBANK, TWEED, HADLEY & McCLOY LLP
1 Chase Manhattan Plaza
New York, NY 10005-1413
(212) 530-5000

Dated: New York, New York
February 12, 2007

MILBANK, TWEED, HADLEY & McCLOY LLP

By: David R. Gelfand
David R. Gelfand
1 Chase Manhattan Plaza
New York, New York 10005-1413
(212) 530-5000

*Attorneys for Defendants Grupo Mexico S.A. de
C.V. and Americas Mining Corporation*

TO:

ARTHUR LUXENBERG, ESQ.
WEITZ & LUXENBERG, P.C.
180 Maiden Lane
17th Floor
New York, NY 10038-4925
(212) 558-5500

ALAN B. RICH, ESQ.
BARON & BUDD, P.C.
The Centrum, Suite 1100
3102 Oak Lawn Avenue
Dallas, TX 75219
(212) 521-3605

FILED
2/23/07
COUNTY CLERK
NEW YORK COUNTY

264817

FEB. 27. 2007

THAT I HAVE COMPARED THIS
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FILED IN MY OFFICE ON
2/23/07
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OF THE ORIGINAL AND OF THE
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FILED IN MY OFFICE ON
FEBRUARY 27. 2007
AND I HEREBY CERTIFY ON
FEBRUARY 27. 2007
COUNTY CLERK, NEW YORK COUNTY
FURNISHES SIGNATURE USED
PURSUANT TO SEC. 903,
COUNTY LAW.

FILED

JAMES BEHA, ESQ.
WINSTON & STRAWN LLP
200 Park Avenue
42nd Floor
New York, NY 10166
(212) 294-6700

VINSON & ELKINS L.L.P.
666 Fifth Avenue
27th Floor
New York, NY 10103
(917) 206-8000

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Officer and Director of ASARCO, Inc.

Defendant(s).

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**CONSENT TO
SUBSTITUTION OF COUNSEL**

GRUPO MEXICO S.A. de C.V. ("Grupo Mexico") and AMERICAS MINING
CORPORATION ("AMC") hereby consent to the withdrawal of Sidley Austin LLP as counsel to
Grupo Mexico and AMC in the above captioned matter. Grupo Mexico and AMC also consent to
the substitution of Milbank, Tweed, Hadley & McCloy LLP as new counsel to Grupo Mexico and
AMC in the above-captioned matter.

Dated: January 24, 2007

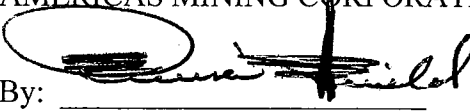
GRUPO MEXICO S.A.B. de C.V.

By:

Armando F. Ortega Gómez

Dated: January 24, 2007

AMERICAS MINING CORPORATION

A handwritten signature in black ink, appearing to read "Ernesto Durán Trinidad", is written over a horizontal line. The signature is stylized with a large initial 'E' and a long, sweeping tail.

By: Ernesto Durán Trinidad

SIDLEY AUSTIN LLP

By: *Roger J. Hawke*
Roger J. Hawke
787 Seventh Avenue
New York, New York 10019
(212) 839-5300

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NEW YORK COUNTY

